

**MATERIAL CHANGE REPORT**  
(FORM 51-102F3)

**Item 1: REPORTING ISSUERS**

Mosaic Minerals Corp. (the "Mosaic")  
4908 Pine Crescent  
Vancouver, BC V6M 3P6

Stellar AfricaGold Inc. (the "Stellar")  
4908 Pine Crescent  
Vancouver, BC V6M 3P6

**Item 2: DATE OF MATERIAL CHANGE**

February 12, 2020

**Item 3: PRESS RELEASE**

Date: February 12, 2020

Dissemination: The news release dated February 12, 2020 was disseminated through *The Newswire* and is available on the SEDAR website ([www.sedar.com](http://www.sedar.com)).

**Item 4: SUMMARY OF MATERIAL CHANGE**

Effective February 12, 2020 Mosaic and Stellar completed a statutory plan of arrangement (a "Plan of Arrangement") under the *Business Corporations Act* (British Columbia) pursuant to which each outstanding common share of Stellar held by a Stellar shareholder of as of February 12, 2020 was exchanged for one (1) new common share of Stellar and 0.0312 of a Mosaic common share (a "Mosaic Share"). As a result of the Plan of Arrangement, Mosaic became a reporting issuer in British Columbia, Alberta and Quebec.

**Item 5.1: FULL DESCRIPTION OF MATERIAL CHANGE**

Effective February 12, 2020 Mosaic and Stellar completed a Plan of Arrangement pursuant to which , each outstanding common share of Stellar held by a Stellar shareholder of as of February 12, 2020 was exchanged for one (1) new common share of Stellar and 0.0312 of a Mosaic Share. As a result of the Plan of Arrangement, Mosaic became a reporting issuer in British Columbia, Alberta and Quebec.

The Plan of Arrangement was approved by the shareholders of Stellar on December 18, 2018 and received approval of the Supreme Court of British Columbia on February 5, 2019. Additional details on the Plan of Arrangement are contained in Stellar's management information circular dated November 12, 2018, which is available at [www.sedar.com](http://www.sedar.com) under Stellar's profile.

**ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS**

Not applicable.

**ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NI 51-102**

Not applicable.

**ITEM 7. OMITTED INFORMATION**

No information has been omitted on the basis that it is confidential information.

**ITEM 8. EXECUTIVE OFFICER**

Contact: Maurice Giroux, President and Chief Executive Officer  
Telephone: 514-952-5709

**ITEM 9. DATE OF REPORT**

*February 13, 2020*